

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

AES NEWENERGY, INC.	:	
	:	
Plaintiff,	:	Civil Action No. 02-CV-2733 (HB)
	:	
v.	:	
	:	
POWERWEB TECHNOLOGIES, INC.	:	
	:	
Defendant.	:	

**PLAINTIFF’S MEMORANDUM OF LAW  
IN OPPOSITION TO DEFENDANT’S MOTION  
TO DISMISS AMENDED COMPLAINT**

This is an action by plaintiff AES NewEnergy, Inc. (“AES NewEnergy”) for damages arising out of Powerweb Technologies, Inc.’s (“Powerweb”) breach of contract or, in the alternative, for equitable relief, in connection with Powerweb’s improper and unjust refusal to return \$100,000 that AES NewEnergy advanced pursuant to the parties’ contract.

Powerweb moved to dismiss AES NewEnergy’s initial complaint on two grounds. Powerweb argued that: (1) AES NewEnergy was not a true party in interest; and (2) AES NewEnergy had not alleged facts that, under the four corners of the contract, entitle it to recover for breach of contract. Powerweb did *not* seek dismissal of AES NewEnergy’s claim for unjust enrichment.

On July 19, 2002, AES NewEnergy filed a memorandum of law in opposition to Powerweb’s motion to dismiss, as well as an amended complaint. The amended complaint included additional allegations concerning AES NewEnergy’s identity. Powerweb’s party in interest argument, which had no merit in the first place, is now entirely moot.

Powerweb has responded to AES NewEnergy's amended complaint with another motion to dismiss. Powerweb raises no new arguments. In fact, Powerweb relies completely upon its previously filed motion to dismiss and memorandum of law, which Powerweb attached to and incorporated into its motion to dismiss the amended complaint. As before, Powerweb has not moved to dismiss AES NewEnergy's unjust enrichment claim.

Because Powerweb raises no new arguments, AES NewEnergy responds to Powerweb's motion to dismiss the amended complaint by incorporating, as if restated at length below, its Memorandum of Law In Opposition to Defendant's Motion to Dismiss Complaint, which is attached as Exhibit A.

Respectfully,

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Matthew A. White - Attorney I.D. No. 55812  
Joel M. Sweet - Attorney I.D. No. 69498  
Attorneys for Plaintiff AES NewEnergy, Inc.

OF COUNSEL:  
WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP  
22nd Floor, 1650 Arch Street  
Philadelphia, Pennsylvania 19102-2097  
(215) 977-2000

Dated: August 1, 2002

**CERTIFICATE OF SERVICE**

I, Joel M. Sweet, hereby certify that on August 1, 2002, I caused a true and correct copy of Plaintiff's Memorandum of Law In Opposition to Defendant's Motion to Dismiss Amended Complaint to be served by first class mail upon:

William Matthews, Esquire  
SAUL EWING LLP  
Centre Square West  
1500 Market Street, 38th Floor  
Philadelphia, PA 19102-2186

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Joel M. Sweet